

Exhibit C

From: [Munz, Naomi](#)
To: [Schrock, Ray; Dublin, Philip](#)
Cc: Britton, Robert; [pbasta@paulweiss.com](#); [Singh, Sunny](#); [NYDU-JBromely](#); [O'Neal, Sean A.](#); [Dizengoff, Ira](#); Brauner, Sara; [SEARS_LIT](#); [SEARS_FR](#); Project Blue BFR; Project Blue Sasset M&A TIPT
Subject: RE: Sears - APA Amendment
Date: Thursday, February 7, 2019 9:22:08 AM
Attachments: [Transform - Draft Amendment No. 1 to Asset Purchase Agreement \(for filing\).DOCX](#)

See attached.

From: Schrock, Ray <Ray.Schrock@weil.com>
Sent: Thursday, February 7, 2019 7:01 AM
To: Dublin, Philip <pdublin@akingump.com>
Cc: Britton, Robert <rbritton@paulweiss.com>; Basta, Paul M. (pbasta@paulweiss.com)
<pbasta@paulweiss.com>; Singh, Sunny <sunny.singh@weil.com>; James L. Bromley
<jbromley@cgsh.com>; O'Neal, Sean A. (External) <soneal@cgsh.com>; Dizengoff, Ira
<idizengoff@akingump.com>; Brauner, Sara <sbrauner@akingump.com>; SEARS_LIT
<SEARS_LIT@akingump.com>; SEARS_FR <SEARS_FR@akingump.com>; Project Blue BFR
<Project.Blue.BFR@weil.com>; Project Blue Sasset M&A TIPT
<Project.Blue.Sasset.M&A.TIPT@weil.com>
Subject: Re: Sears - APA Amendment

Copying the M&A Team. Please see below and please send along. Thanks.

Ray C. Schrock, P.C.

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On Feb 7, 2019, at 6:57 AM, Dublin, Philip <pdublin@akingump.com> wrote:

Please send a clean word version of the amendment that was just filed. Thanks.

Philip C. Dublin

Direct: [+1 212.872.8083](tel:+12128728083) | Internal: [38083](#)

From: Dublin, Philip

Sent: Wednesday, February 6, 2019 9:22 PM

To: 'Britton, Robert' <rbritton@paulweiss.com>; Basta, Paul M.
(pbasta@paulweiss.com) <pbasta@paulweiss.com>; Ray Schrock

<Ray.Schrock@weil.com>; sunny.singh@weil.com; James L. Bromley
<jbromley@cgsh.com>; O'Neal, Sean A. (External) <soneal@cgsh.com>
Cc: Dizengoff, Ira <idizengoff@AkinGump.com>; Brauner, Sara
<sbrauner@akingump.com>; SEARS_LIT <SEARS_LIT@akingump.com>; SEARS_FR
<SEARS_FR@akingump.com>
Subject: Sears - APA Amendment

Subject to FRE 408

Without waiving any objections that we have to the Sale or any provisions thereof, attached are comments to the APA amendment solely with respect to the release related provisions. Please note that the attached remains subject to further review and comment in all respects. Thanks.

Philip C. Dublin

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